

Amendments to the Claims:

Please amend claims 2-9 and 11-19 as shown in the listing of the claims.

Please cancel claim 1 without prejudice.

This listing of the claims will replace all prior listing of the claims in this application.

Listing of the Claims:

1. (Canceled).
2. (Currently Amended) The compound of claim [+] 19, wherein

L¹ is a bond, substituted or unsubstituted C₁-C₂₀ alkylene, or substituted or unsubstituted 2 to 20 membered heteroalkylene;

~~L² is independently a bond, substituted or unsubstituted C₁-C₂₀ alkylene, substituted or unsubstituted 2 to 20 membered heteroalkylene, or substituted or unsubstituted 3 to 8 membered heterocycloalkylene; and~~

R², R³, and R⁴ are each independently hydrogen, substituted or unsubstituted C₁-C₂₀ alkyl, substituted or unsubstituted 2 to 20 membered heteroalkyl, substituted or unsubstituted C₃-C₈ cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.
3. (Currently Amended) The compound of claim [+] 19, wherein

L¹ is a bond, unsubstituted C₁-C₁₀ alkylene, or unsubstituted 2 to 10 membered heteroalkylene;

~~L² is independently a bond, unsubstituted C₁-C₁₀ alkylene, unsubstituted 2 to 10 membered heteroalkylene, or unsubstituted 3 to 8 membered heterocycloalkylene; and~~

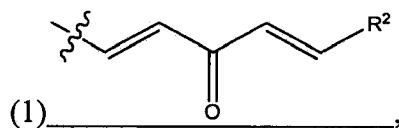
R^2 , R^3 , and R^4 are each independently hydrogen, substituted or unsubstituted C_1 - C_{10} alkyl, substituted or unsubstituted 2 to 10 membered heteroalkyl, substituted or unsubstituted C_3 - C_8 cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

4. (Currently Amended) The compound of claim [1] 19, wherein

L^1 is a bond, substituted or unsubstituted C_1 - C_{10} alkylene, or substituted or unsubstituted 2 to 10 membered heteroalkylene[5]

~~L^2 is independently a bond, substituted or unsubstituted C_1 - C_{10} alkylene, substituted or unsubstituted 2 to 10 membered heteroalkylene, or substituted or unsubstituted 3 to 8 membered heterocycloalkylene.~~

5. (Currently Amended) The compound of claim [1] 19, wherein R^1 has the formula:



wherein:

~~L^2 is a bond, unsubstituted C_1 - C_{10} alkylene, unsubstituted 2 to 10 membered heteroalkylene, or unsubstituted 3 to 8 membered heterocycloalkylene;~~

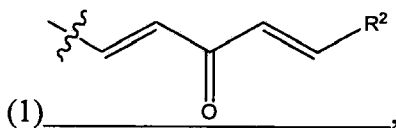
R^2 is R^{21} -substituted or unsubstituted C_1 - C_{15} alkyl, R^{21} -substituted or unsubstituted 2 to 10 membered heteroalkyl, R^{21} -substituted or unsubstituted C_3 - C_8 cycloalkyl, R^{21} -substituted or unsubstituted 3 to 8 membered heterocycloalkyl, R^{21} -substituted or unsubstituted aryl, or R^{21} -substituted or unsubstituted heteroaryl, wherein:

R^{21} is a halogen, -OH, -SH, -NH₂, -CF₃, -B(OH)₂, -C(=O)NHOH, unsubstituted C_1 - C_{10} alkyl, unsubstituted 2 to 10 membered heteroalkyl, unsubstituted C_3 - C_8 cycloalkyl,

unsubstituted 3 to 8 membered heterocycloalkyl, unsubstituted aryl, unsubstituted heteroaryl, or $-OR^{22}$, wherein:

R^{22} is unsubstituted C_3-C_{10} alkyl, unsubstituted 2 to 10 membered heteroalkyl, unsubstituted C_3-C_8 cycloalkyl, unsubstituted 3 to 8 membered heterocycloalkyl, unsubstituted aryl, unsubstituted heteroaryl, or $-(CH_2)_qB(OH)_2$, wherein q is an integer from 1 to 5.

6. (Currently Amended) The compound of claim [4] 19, wherein R^1 has the formula:



wherein:

L^2 is a bond, or unsubstituted 3 to 8 membered heterocycloalkylene;

R^2 is R^{21} -substituted or unsubstituted C_1-C_{15} alkyl, or R^{21} -substituted or unsubstituted aryl, wherein:

R^{21} is halogen, $-OH$, $-SH$, $-NH_2$, $-CF_3$, $-B(OH)_2$, $-C(=O)NHOH$, unsubstituted C_1-C_{10} alkyl, unsubstituted 2 to 10 membered heteroalkyl, unsubstituted C_3-C_8 cycloalkyl, unsubstituted 3 to 8 membered heterocycloalkyl, unsubstituted aryl, unsubstituted heteroaryl, or $-OR^{22}$, wherein:

R^{22} is unsubstituted C_1-C_{10} alkyl, or unsubstituted 2 to 10 membered heteroalkyl.

7. (Currently Amended) The compound of claim 6, wherein

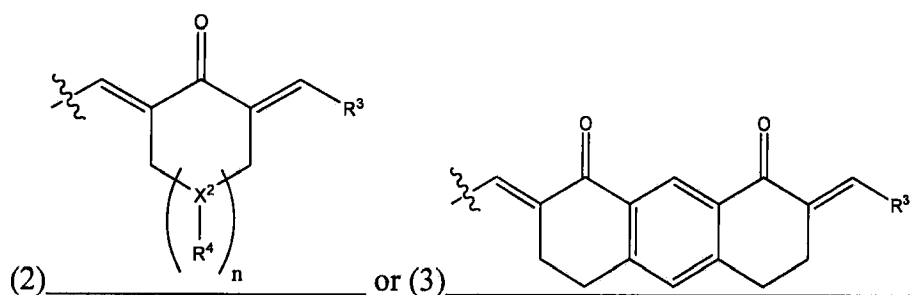
L^2 is a bond or piperazinylene;

R^2 is unsubstituted C_1-C_{15} alkyl, or R^{21} -substituted or unsubstituted aryl, wherein:

R^{21} is halogen, $-C(=O)NHOH$, unsubstituted C_1 - C_{10} alkyl, unsubstituted 2 to 10 membered heteroalkyl, or $-OR^{22}$, wherein:

R^{22} is unsubstituted C_1 - C_{10} alkyl, or unsubstituted 2 to 10 membered heteroalkyl.

8. (Currently Amended) The compound of claim [1] 19, wherein R^1 has the formula:



wherein:

R^4 is unsubstituted C_1 - C_{10} alkyl, unsubstituted 2 to 10 membered heteroalkyl, unsubstituted C_3 - C_8 cycloalkyl, unsubstituted 3 to 8 membered heterocycloalkyl, unsubstituted aryl, or unsubstituted heteroaryl;

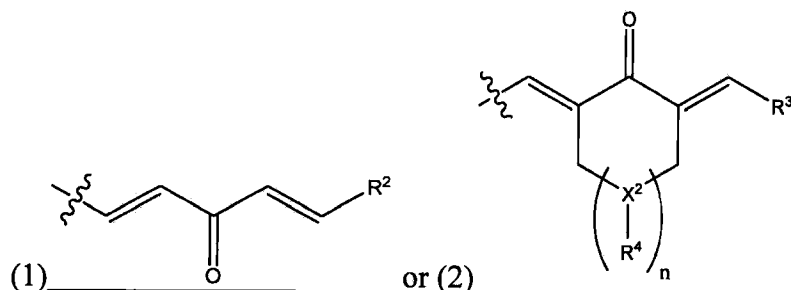
R^3 is R^{31} -substituted or unsubstituted C_1 - C_{10} alkyl, R^{31} -substituted or unsubstituted 2 to 10 membered heteroalkyl, R^{31} -substituted or unsubstituted C_3 - C_8 cycloalkyl, R^{31} -substituted or unsubstituted 3 to 8 membered heterocycloalkyl, R^{31} -substituted or unsubstituted aryl, or R^{31} -substituted or unsubstituted heteroaryl, wherein:

R^{31} is halogen, $-OH$, $-SH$, $-NH_2$, $-CF_3$, $-B(OH)_2$, $-C(=O)NHOH$, unsubstituted C_1 - C_{10} alkyl, unsubstituted 2 to 10 membered heteroalkyl, unsubstituted C_3 - C_8 cycloalkyl, unsubstituted 3 to 8 membered heterocycloalkyl, unsubstituted aryl, unsubstituted heteroaryl, or $-OR^{32}$, wherein:

R^{32} is unsubstituted C_1 - C_{10} alkyl, unsubstituted 2 to 10 membered heteroalkyl, unsubstituted C_3 - C_8 cycloalkyl, unsubstituted 3 to 8 membered heterocycloalkyl,

unsubstituted aryl, unsubstituted heteroaryl, or $-(CH_2)_mB(OH)_2$, wherein m is an integer from 1 to 5.

9. (Currently Amended) The compound of claim [1] 19, wherein R^1 has the formula:



wherein:

R^4 is unsubstituted C_1 - C_{10} alkyl;

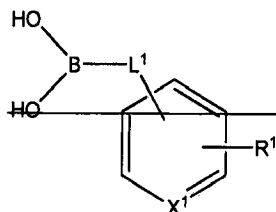
R^3 is R^{31} -substituted aryl, wherein:

R^{31} is a halogen, $-C(=O)NHOH$, unsubstituted C_1 - C_{10} alkyl, unsubstituted 2 to 10 membered heteroalkyl, or $-OR^{32}$, wherein:

R^{32} is an unsubstituted C_1 - C_{10} alkyl, unsubstituted 2 to 10 membered heteroalkyl, or $-(CH_2)_mB(OH)_2$, wherein m is 1 to 5.

10. (Canceled).
11. (Currently Amended) The compound of claim [1] 19, wherein R^1 is para to $-L^1-B(OH)_2$.
12. (Currently Amended) The compound of claim [1] 19, wherein X is $-C=$.
13. (Currently Amended) The compound of claim [1] 19, wherein L^1 is a bond or methylene.

14. (Withdrawn/Currently Amended) A method of treating a tumor or cancer in a patient in need thereof, the method comprising the step of administering to said patient an effective amount of a compound ~~having the Formula:~~

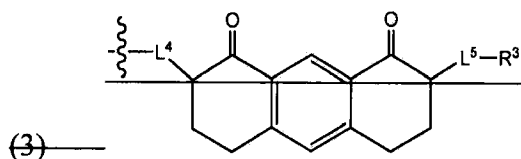
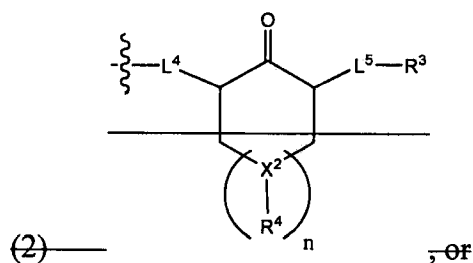
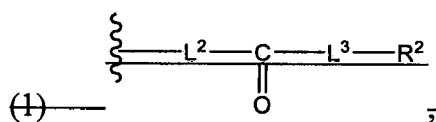


wherein

X^1 is ~~O or N=;~~

L^1 is a ~~bond, substituted or unsubstituted alkylene, or substituted or unsubstituted heteroalkylene;~~ and

R^1 ~~has the formula:~~



wherein

n is 0 or 1;

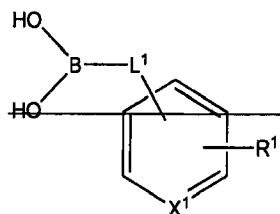
X^2 is $N(R^4)$ or $CH(R^4)$;

L^2 , L^3 , L^4 , and L^5 are independently a bond, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, or substituted or unsubstituted heterocycloalkylene; and

R^2 , R^3 , and R^4 are independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl,

wherein if X is $C=$, L^2 is a bond, L^3 is unsubstituted alkylene, R^1 is (1), and R^4 is para to $L^1-B(OH)_2$, then R^2 is not substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl of claim 19.

15. (Withdrawn/Currently Amended) The method of claim 14, wherein said tumor is selected from the group consisting of breast, cervical, stomach, colon, bladder, rectal, liver, pancreatic, lung, cervix uteri, corpus uteri, ovary, prostate, testis, renal, brain/cns, head, neck, throat, anal and oral cancers, eye or ocular cancer, skin melanoma, Ewing's Sarcoma, Kaposi's Sarcoma, basal cell carcinoma and squamous cell carcinoma, small cell lung cancer, mouth/pharynx, esophageal, larynx, kidney and lymphoma, acute lymphocytic leukemia, and acute myelogenous leukemia.
16. (Withdrawn/Currently Amended) A method of inhibiting MDM2 expression in a mammal, the method comprising the step of administering an amount of a compound of claim 19 effective to inhibit said expression, said compound having the Formula:

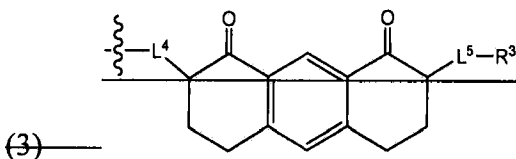
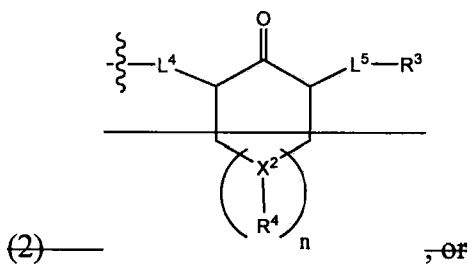
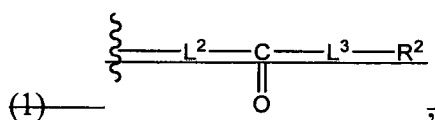


wherein

X^1 is O or N ;

L^1 is a bond, substituted or unsubstituted alkylene, or substituted or unsubstituted heteroalkylene; and

R^1 has the formula:



wherein

n is 0 or 1;

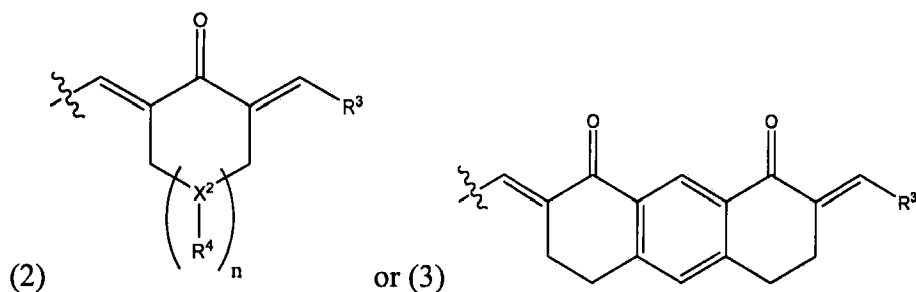
X^2 is $N(R^4)$ or $CH(R^4)$;

L^2 , L^3 , L^4 , and L^5 are independently a bond, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, or substituted or unsubstituted heterocycloalkylene; and

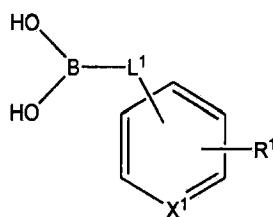
R^2 , R^3 , and R^4 are independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl,

wherein if X is $C=$, L^2 is a bond, L^3 is unsubstituted alkylene, R^1 is (1), and R^1 is para to $L^1-B(OH)_2$, then R^2 is not substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl.

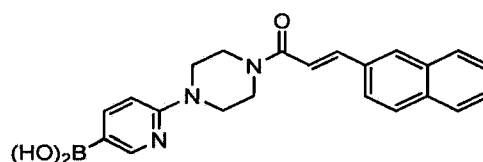
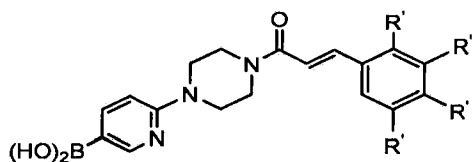
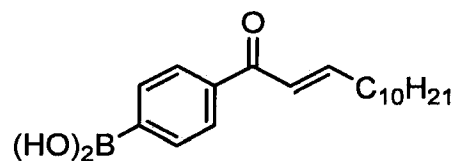
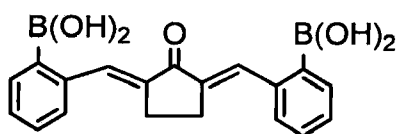
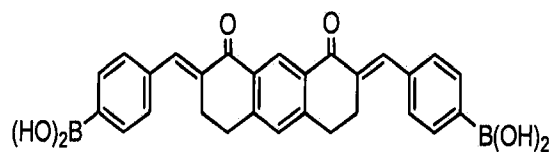
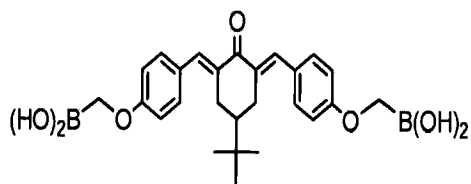
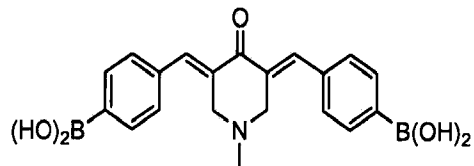
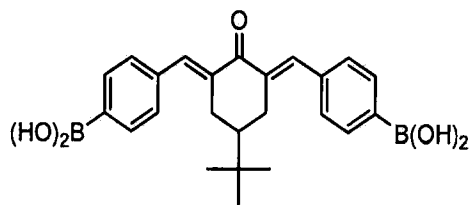
17. (Currently Amended) The compound of claim [1] 19, wherein R^1 has the formula:



18. (Currently Amended) The compound of claim [1] 19, wherein the compound having the formula:

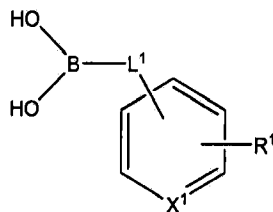


has formulae:



wherein R' is halogen, alkyl, heteroalkyl, alkoxy, heteroalkoxy, or hydroxamic acid.

19. (Currently Amended) A compound having formula:

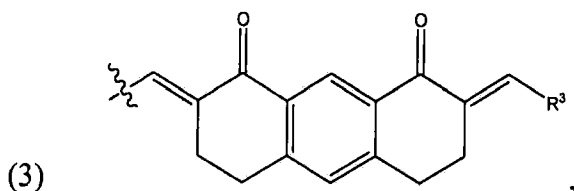
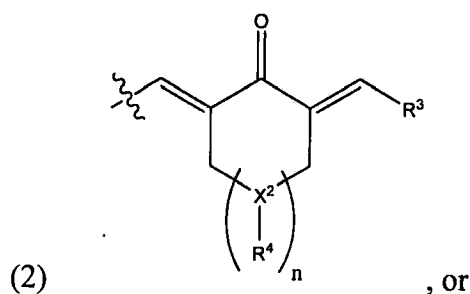
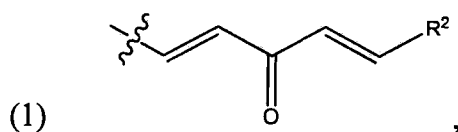


wherein

X¹ is C= or -N=;

L^1 is a bond, substituted or unsubstituted alkylene, or substituted or unsubstituted heteroalkylene;

R^1 has the formula:



wherein

n is 0 or 1;

X^2 is $\text{N}(\text{R}^4)$, N , or $\text{CH}(\text{R}^4)$, CH ; and

R^2 , R^3 , and R^4 are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.